

B1 (Official Form 1) (04/13)

United States Bankruptcy Court Southern District of New York				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): <b>UNX LLC</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>88-0396704</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and State): <b>215 Park Avenue, Suite 2001 New York, NY 10003</b>			Street Address of Joint Debtor (No. & Street, City, and State):		
ZIP CODE <b>10003-0000</b>			ZIP CODE		
County of Residence or of the Principal Place of Business: <b>New York</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check <b>one</b> box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check <b>one</b> box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>UNX LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>Mantara, Inc.</b>	Case Number: <b>13-</b>	Date Filed: <b>10/15/13</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Parent Company</b>	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">                     _____                      (Name of landlord that obtained judgment)                       _____                      (Address of landlord)                 </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			



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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>UNX LLC</b>
<b>Signatures</b>		
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X _____ Signature of Attorney</p> <p>Signature of Attorney for Debtor(s)  <b>Kenneth A. Rosen, Esq.</b>  <b>Wojciech F. Jung, Esq.</b>                  Printed Name of Attorney for Debtor(s)  <b>Lowenstein Sandler LLP</b>                  Firm Name  <b>1251 Avenue of the Americas</b>  <b>17th Floor</b>  <b>New York, NY 10020</b>                  Address  <b>(212) 262-6700 Fax: (212) 262-7402</b>                  Telephone Number  <b>Date: 10/15/2013</b></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual  <b>Michael Chin, President &amp; CEO</b>                  Printed Name of Authorized Individual  <b>Mantara, Inc., Sole Member</b></p> <p><b>Date: 10/15/2013</b></p>		

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**Southern District of New York**

In re **UNX LLC**

Debtor(s)

Case No.  
Chapter

**11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
David N. Schultz, Inc. 715 N. Central Avenue Suite 300 Glendale, CA 91203	David N. Schultz, Inc. 715 N. Central Avenue Suite 300 Glendale, CA 91203	Lease		46,275.60
XO Communication File 50550 Los Angeles, CA 90074	XO Communication File 50550 Los Angeles, CA 90074	Utility		21,897.53
Diversified Protection Systems, Inc. 1241 No. Barsten Way Anaheim Anaheim, CA 92806	Diversified Protection Systems, Inc. 1241 No. Barsten Way Anaheim, CA 92806	Trade		6,673.00
Mark It On Demand, Inc. 5718 Central Avenue Boulder, CO 80301	Mark It On Demand, Inc. 5718 Central Avenue Boulder, CO 80301	Trade		6,500.00
Bloomberg Finance L.P. P.O. Box 416604 Boston, MA 02241	Bloomberg Finance L.P. P.O. Box 416604 Boston, MA 02241	Trade		6,450.84
NYFIX P.O. Box 223613 Pittsburgh, PA 15251	NYFIX P.O. Box 223613 Pittsburgh, PA 15251	Trade		4,140.00
Syncfusion 2501 Aerial Center Parkway Suite 200 Morrisville, NC 27560	Syncfusion 2501 Aerial Center Parkway Suite 200 Morrisville, NC 27560	Trade		3,825.00
Cornerstone Record Mgmt, LLC P.O. Box 791361 Baltimore, MD 21279	Cornerstone Record Mgmt, LLC P.O. Box 791361 Baltimore, MD 21279	Trade		3,226.08
Transaction Network Services 15847 Collection Center Drive Chicago, IL 60696	Transaction Network Services 15847 Collection Center Drive Chicago, IL 60696	Trade		2,595.33



B4 (Official Form 4) (12/07) - Cont.

In re **UNX LLC**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Tom Taylor 1000 North Orange Grove Avenue #10 West Hollywood, CA 90046	Tom Taylor 1000 North Orange Grove Avenue #10 West Hollywood, CA 90046	Trade		2,080.00
Cyberverse, Inc. 600 West 7th St. Suite 510 Los Angeles, CA 90017	Cyberverse, Inc. 600 West 7th St. Suite 510 Los Angeles, CA 90017	Trade		1,830.00
SMS Systems Maintenance Services, Inc. 10420 Harris Oaks Blvd. Suite C Charlotte, NC 28269	SMS Systems Maintenance Services, Inc. 10420 Harris Oaks Blvd. Charlotte, NC 28269	Trade		748.00
NYSE Market Inc. P.O. Box 223695 Pittsburgh, PA 15251	NYSE Market Inc. P.O. Box 223695 Pittsburgh, PA 15251	Trade		543.60
Greyware Automation Products, Inc. 308 Oriole Court Murphy, TX 75094	Greyware Automation Products, Inc. 308 Oriole Court Murphy, TX 75094	Trade		375.70
Neustar Inc. Bank of America P.O. Box 277833 Atlanta, GA 30384	Neustar Inc. Bank of America P.O. Box 277833 Atlanta, GA 30384	Trade		196.00
Avalon Property Services, Inc. P.O. Box 5342 Glendale, CA 91221	Avalon Property Services, Inc. P.O. Box 5342 Glendale, CA 91221	Trade		152.00
Copy Carriers 16930 S. Main Street Gardena, CA 90248	Copy Carriers 16930 S. Main Street Gardena, CA 90248	Trade		90.00
Lifelock, Inc. 60 E. Rio Salado, Suite 400 Tempe, AZ 85281	Lifelock, Inc. 60 E. Rio Salado, Suite 400 Tempe, AZ 85281	Trade		12.00

B4 (Official Form 4) (12/07) - Cont.  
In re **UNX LLC**

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date

10/15/13

Signature

  
Mantara, Inc., Sole Member

By: Michael Chin, President and CEO

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re UNX LLC

Debtor(s)

Case No.

Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Mantara, Inc. 215 Park Avenue, Suite 2001 New York, NY 10003			100%

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date

10/15/13

Signature

  
Mantara, Inc., Sole Member  
By: Michael Chin, President and CEO

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of New York**

In re UNX LLC

Debtor(s)

Case No.

Chapter 11


**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for UNX LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Mantara, Inc.  
215 Park Avenue, Suite 2001  
New York, NY 10003

☐ None [Check if applicable]

Date

  
\_\_\_\_\_  
Kenneth A. Rosen, Esq.

Signature of Attorney

Counsel for UNX LLC

\_\_\_\_\_  
Lowenstein Sandler LLP

1251 Avenue of the Americas

17th Floor

New York, NY 10020

(212) 262-6700 Fax: (212) 262-7402



**ACTION BY WRITTEN CONSENT  
OF THE  
SOLE MEMBER  
OF  
UNX LLC**

**Dated: October 15, 2013**

The undersigned, being the sole member ("Member") of UNX LLC, a Delaware limited liability (the "Company"), hereby consents to the following actions and adopt the following resolutions as of the date hereof:

WHEREAS, Member has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services; and

WHEREAS, Member has received, reviewed, and considered the recommendations of the senior management of the Company and the Company's legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

NOW, THEREFORE, IT IS:

RESOLVED that, in the judgment of Member, having reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services, that it is desirable and in the best interests of the Company, and its creditors, stockholders, and other interested parties, that a voluntary petition be filed by the Company and certain subsidiary under the provisions of Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case");

RESOLVED FURTHER that Michael Chin, the Chief Executive Officer of Member, and such other officers or persons as he may direct (each, an "Officer" and collectively, the "Officers"), be, and each are, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that they deem necessary, proper, or advisable to obtain such relief under the Bankruptcy Code;

RESOLVED FURTHER that the law firm of Lowenstein Sandler LLP be employed as counsel to the Company to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including, the preparation of pleadings and filings in connection with the Chapter 11 Case, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the

filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain services of Lowenstein Sandler LLP;

RESOLVED FURTHER, that the Officers of the Company be, and hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or advisable to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that in connection with the Company's Chapter 11 Case, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to enter into, in the name and on behalf of the Company, a debtor-in-possession financing to finance the orderly liquidation of the Company, including any necessary or appropriate arrangements with respect to cash collateral and adequate protection, in accordance with the DIP Loan Agreement, among the Mantara, Inc., as borrower, the Company, as guarantor, and Deutsche Bank AG, Cayman Island Branch, as lender, substantially in the form attached hereto as Exhibit A (the "Financing Arrangement");

RESOLVED FURTHER, that in connection with the Company's Chapter 11 Case, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to enter into, in the name and on behalf of the Company, asset purchase agreements to sell some of all of the assets of the Company, including any necessary or appropriate arrangements with respect to the Asset Purchase Agreement among the Company and Mantara, Inc., as sellers, and Deutsche Bank Securities Inc., as buyer, substantially in the form attached hereto as Exhibit B (the "APA");

RESOLVED FURTHER, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the Company, in connection with the Financing Arrangement and the APA and the documents related thereto, (and in addition to the Officers, the Secretary is hereby authorized to execute, deliver, and file such ancillary certificates and other instruments and documents, and to take such other action, as may be directed by an Officer in connection with the consummation of the transactions contemplated by the Financing Arrangement and the APA) all on such terms as the Officers deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that the granting by the Company of liens on and security interests in any collateral in connection with the transactions contemplated by the foregoing resolutions, and the filing and recording of any Uniform Commercial Code financing statements or any other document necessary to perfect each of the security interest contemplated thereby, or to renew, maintain, or preserve such perfected security interest, be, and they hereby are, authorized and approved in all respects and the Officers are, or any one of them acting alone is, hereby authorized and directed to execute and deliver any such other collateral documents or



instruments, each as the Officers executing same shall deem necessary or appropriate, and to take such actions as may be necessary or advisable to consummate the transactions contemplated thereby;

RESOLVED FURTHER that the Officers are, and any one of them acting alone is, hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters, and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Officers, and any of them, may deem necessary or advisable in connection with any Financing Arrangement or the APA, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof;

RESOLVED FURTHER, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and Member of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and

RESOLVED FURTHER that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

**[Signature Page Follows]**



**IN WITNESS WHEREOF**, the undersigned, being the sole Member of the Company,  
has executed this written consent as of the date first written above.

**SOLE MEMBER:**

Mantara, Inc.

By: 

Name: Michael Chin

Title: Chief Executive Officer